

FILE COPY



**CERTIFICATE OF INCORPORATION
ON CHANGE OF NAME**

Company No. 4955555

The Registrar of Companies for England and Wales hereby certifies that
ACCELERATE (UK) LIMITED

having by special resolution changed its name, is now incorporated

under the name of

SKILLSMATTER LIMITED

Given at Companies House, Cardiff, the 17th November 2003



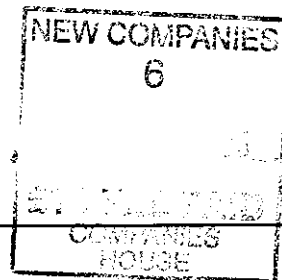
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THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —

SPECIAL RESOLUTION ON CHANGE OF NAME
COMPANIES ACTS

COMPANY NUMBER 4955555

COMPANY NAME Accelerate (UK) Limited

At an ~~Extraordinary General~~/~~Annual General~~*/General* Meeting of the members of the above named company, duly convened and held at:

89 Klea Avenue, London, SW4 9HZ

on the 12th day of November 2003

The following Special Resolution was duly passed:

That the name of the Company be changed to:

NEW NAME Skillsmatter Limited

Signature

Chairman/Director/Secretary or Officer of the Company

Notes:

*Please delete as appropriate.

NB. The copy Resolution must be filed with the Registrar of Companies within 15 days after the passing of the Resolution. Please insert name and addresses to which the certificate is to be sent:

Please send certificate to: -

Hackett Griffey

2 Mill Road

Haverhill

Suffolk

CB9 8BD

